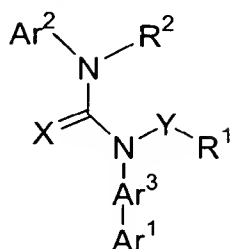


WHAT IS CLAIMED:

1. A compound of the formula:



or a pharmaceutically acceptable addition salt and/or hydrate thereof, or where

- 5 applicable, a geometric or optical isomer or racemic mixture thereof;

wherein

Ar¹ is an aryl or heteroaryl group,

Ar² is an aryl, heteroaryl or aralkyl group or Ar¹ and Ar² together form a fluorene, substituted fluorene or fluorenone group with the proviso that Ar³ must be arylene;

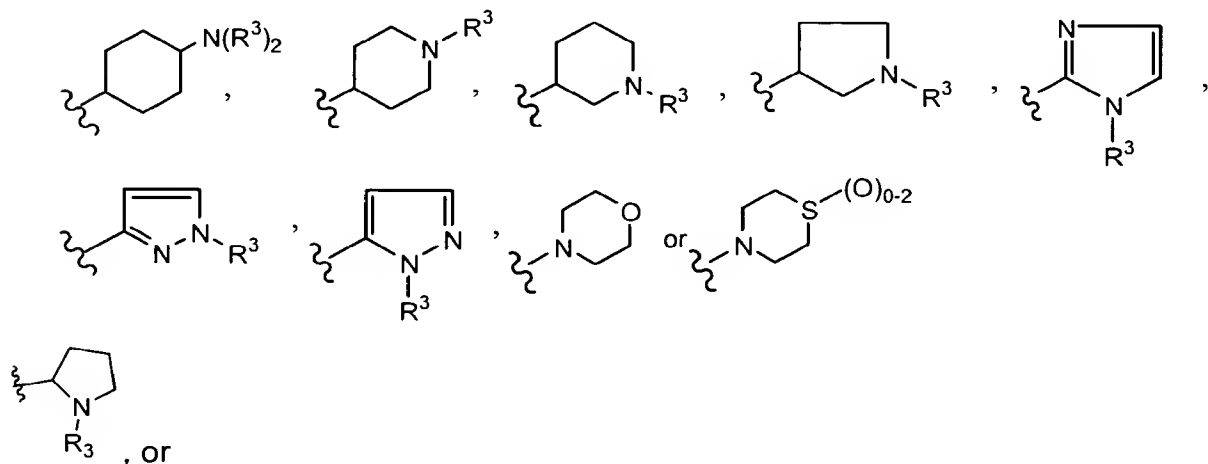
Ar³ is an arylene or heteroarylene group;

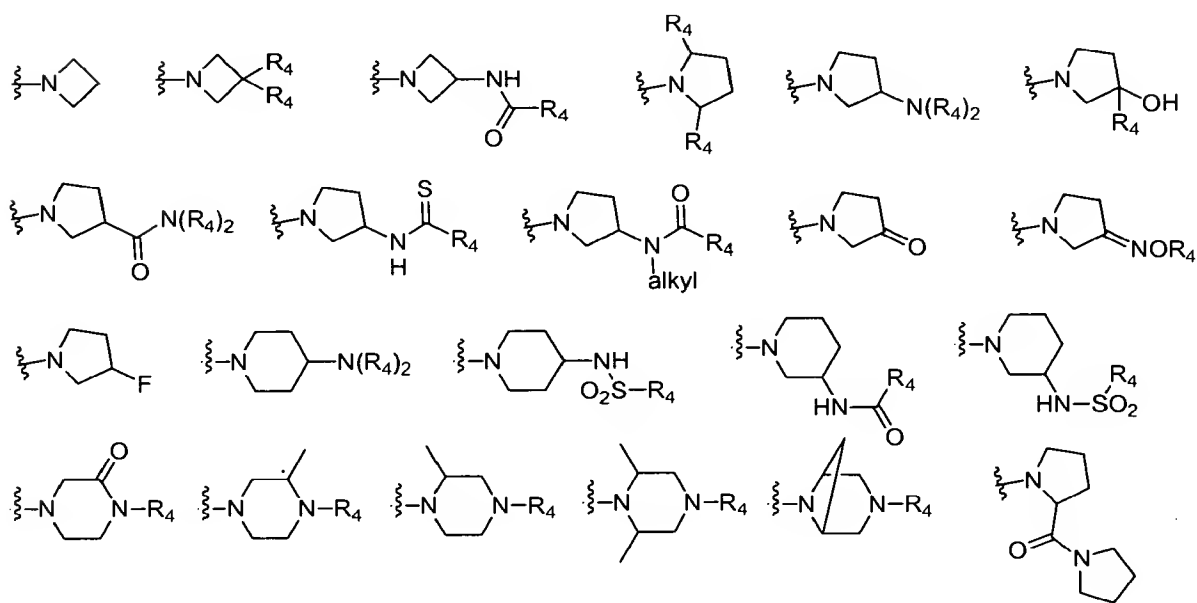
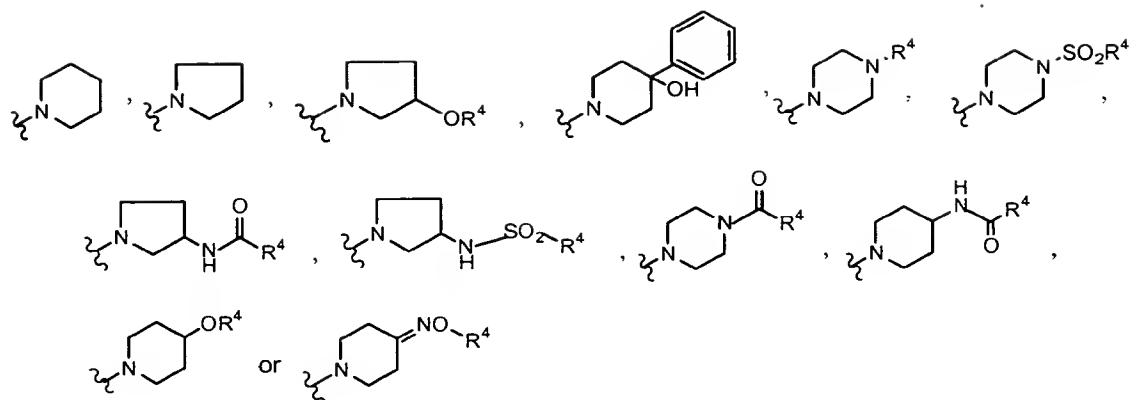
said Ar¹, Ar² and Ar³ groups possessing 0 to 3 substituents independently selected from the group consisting of -(C₁-C₆)alkyl, -(C₃-C₇)cycloalkyl, halo, -CN, -(C₁-C₆)alkoxy, -CF₃, -OCF₃, -CONH₂, -CONH(C₁-C₆)alkyl, -CON(C₁-C₆)alkyl (C₁-C₆)alkyl, -NH₂, -NH C(O)(C₁-C₆)alkyl, -NHSO₂(C₁-C₆)alkyl, -S(C₁-C₆)alkyl, -SO(C₁-C₆)alkyl, -SO₂(C₁-C₆)alkyl, methylenedioxy and NO₂;

X is O, S or N-CN;

Y is a single bond or a -(C₁-C₄)alkylene- group;

R¹ is thiazole, aryl or heteroaryl; or





5

,or

R^1 is $-N(R^5)_2$, $-NHC(O)(C_2-C_3)alkylene N(R^5)_2$, $-C(O)NH(C_2-C_3)alkylene N(R^5)_2$, $C(O)N(Me)(C_2-C_3)alkyleneN(R^5)_2$, $-C(OH)(C_1-C_2)alkyleneN(R^5)_2$, $-N(Me)(C_2-C_3)alkyleneN(R^5)_2$, $-NH(C_2-C_3)alkyleneC(O)R^5$, $-N(Me)(C_2-C_3)alkyleneN(Me)SO_2(R^5)$
 10 or $-N(Me)(C_2-C_3)alkyleneC(O)N(R^5)_2$;

R^2 is H or $-(C_1-C_6)alkyl$.

R^3 is independently H, or nonsubstituted or halosubstituted

15 $-(C_1-C_6)alkyl$, $-(C_3-C_7)cycloalkyl$, $-(C_3-C_7)cycloalkyl(C_1-C_6)alkyl$, $-(C_1-C_6)alkoxy$, $-(C_1-C_6)alkoxy (C_1-C_6)alkylene$, aryl, -aralkyl or -heteroaralkyl; or

R^4 is H, nonsubstituted or halosubstituted $-(C_1-C_6)alkyl$, $-NH(C_1-C_6)alkyl$, $-NHaryl$, aryl; or alkoxy or hydroxy substituted alkyl, and

R^5 is independently H, or nonsubstituted or halosubstituted $-(C_1-C_6)alkyl$, $-(C_3-C_7)cycloalkyl$, $-(C_3-C_7)cycloalkyl(C_1-C_6)alkyl$, aryl, -aralkyl, -heteroaralkyl, $-(C_1-C_6)alkoxy$ or $(C_1-C_6)alkylene(C_1-C_6)alkoxy$.

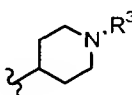
2. A compound as defined in Claim 1;

or a pharmaceutically acceptable addition salt and or hydrate thereof, or where applicable, a geometric or optical isomer or racemic mixture thereof;

wherein

Ar^1 and Ar^2 are independently phenyl or pyridyl,

Ar^3 is 1, 4-arylene,

R^1 is  in which R^3 is $-(C_1-C_6)alkyl$, $-(C_3-C_7)cycloalkylmethyl$, $(C_1-C_6)alkoxy-$ or $(C_1-C_6)alkoxy(C_1-C_6)alkylene-$,

R^2 is H,

X is O; and

Y is a single bond or $-(C_1-C_3)alkylene$.

3. A compound as defined in Claim 1

Or a pharmaceutically acceptable addition salt and/or hydrate thereof, or where applicable, a geometric or optical isomer or racemic mixture thereof;

wherein

Ar^1 and Ar^2 are independently phenyl or pyridyl,

Ar^3 is 1,4-arylene,

R^1 is $-N(R^5)_2$ or $-C(O)NH(C_2-C_3)\text{alkylene } N(R^5)_2$ in which each R^5 is independently H, $-(C_1-C_6)\text{alkyl}$, $-\text{ar}(C_1-C_6)\text{alkyl}$, heteroaryl, heteroarylalkyl, halo-substituted $-(C_1-C_6)\text{alkyl}$, $-(C_3-C_7)\text{cycloalkyl}$,

X is O; and

5 Y is $-(C_2-C_3)\text{alkylene}$.

4. A compound as defined in Claim 1

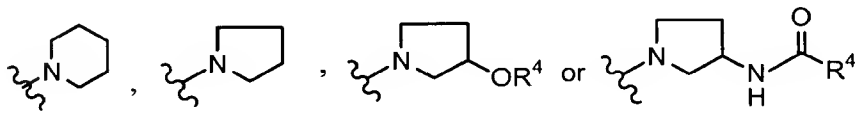
Or a pharmaceutically acceptable addition salt and/or hydrate thereof, or where applicable, a geometric or optical isomer or racemic mixture thereof;

wherein

10 Ar^1 and Ar^2 are independently phenyl or pyridyl,

Ar^3 is 1,4-arylene,

R^1 is selected from



X is O; and

15 Y is $-(C_2-C_3)\text{alkylene}$.

5. A compound as defined in Claim 2

or a pharmaceutically acceptable addition salt and/or hydrate thereof, or where applicable, a geometric or optical isomer or racemic mixture thereof;

wherein

20 Ar^1 is 3-substituted phenyl or pyridyl,

Ar^2 is halo-substituted or CF_3 -substituted phenyl or pyridyl and

R^3 is methyl, ethyl, propyl, $-\text{CH}_2\text{CH}_2\text{CF}_3$, cyclopentyl, cyclopropylmethyl or 3-methoxyethyl.

6. A compound as defined in Claim 5 wherein the 3-substituent on the phenyl or pyridyl is -CN, -OCF₃ or chloro.

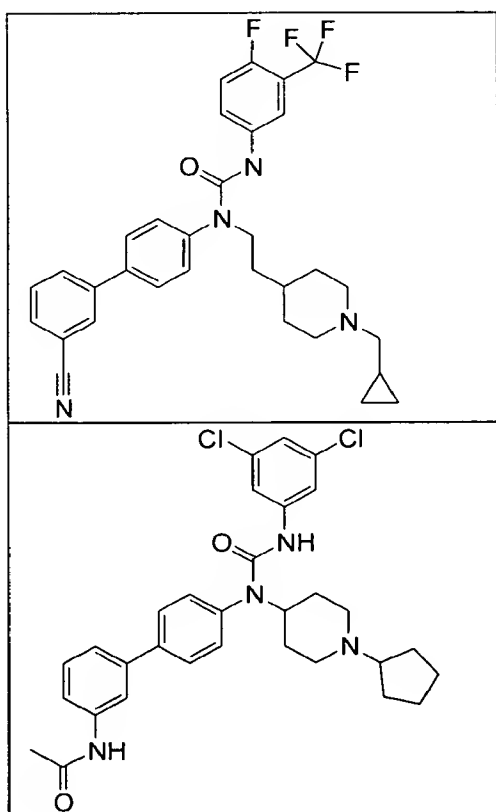
7 A compound as defined in Claim 3 wherein Ar¹ is 3-substituted phenyl or pyridyl, Ar² is halo-substituted or CF₃-substituted phenyl or pyridyl and R⁵ is methyl, ethyl, propyl, -CH₂CH₂CF₃, cyclopentyl, cyclopropylmethyl or 3-methoxyethyl.

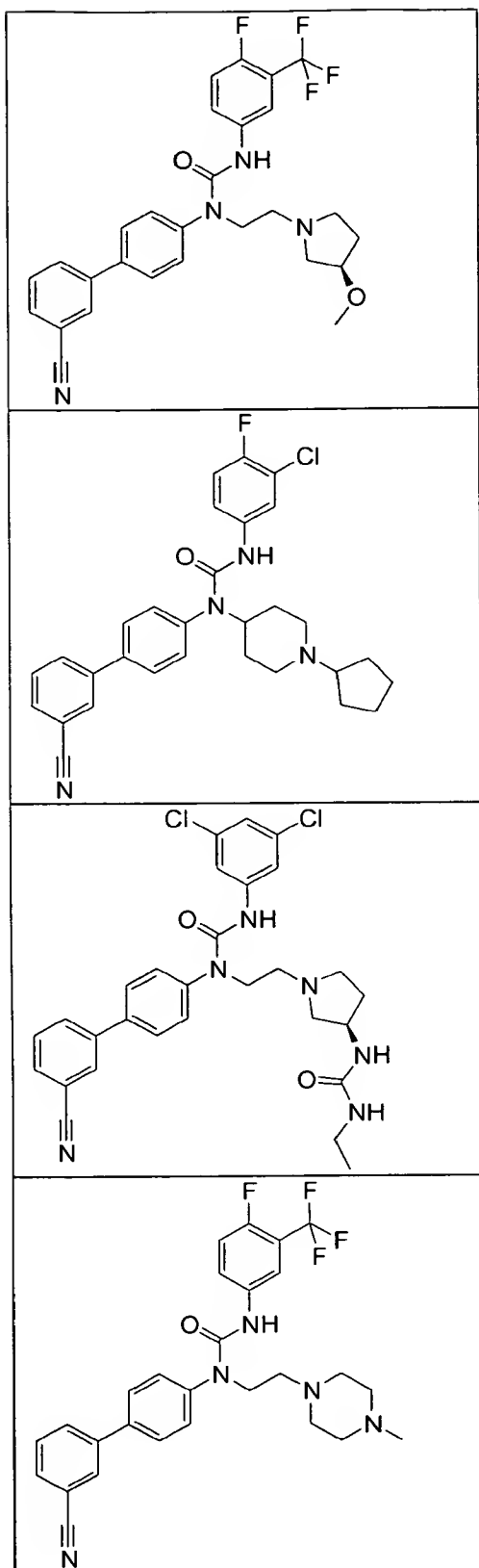
8. A compound as defined in Claim 7 wherein the 3- substituent on the phenyl or pyridyl is -CN, -OCF₃ or chloro.

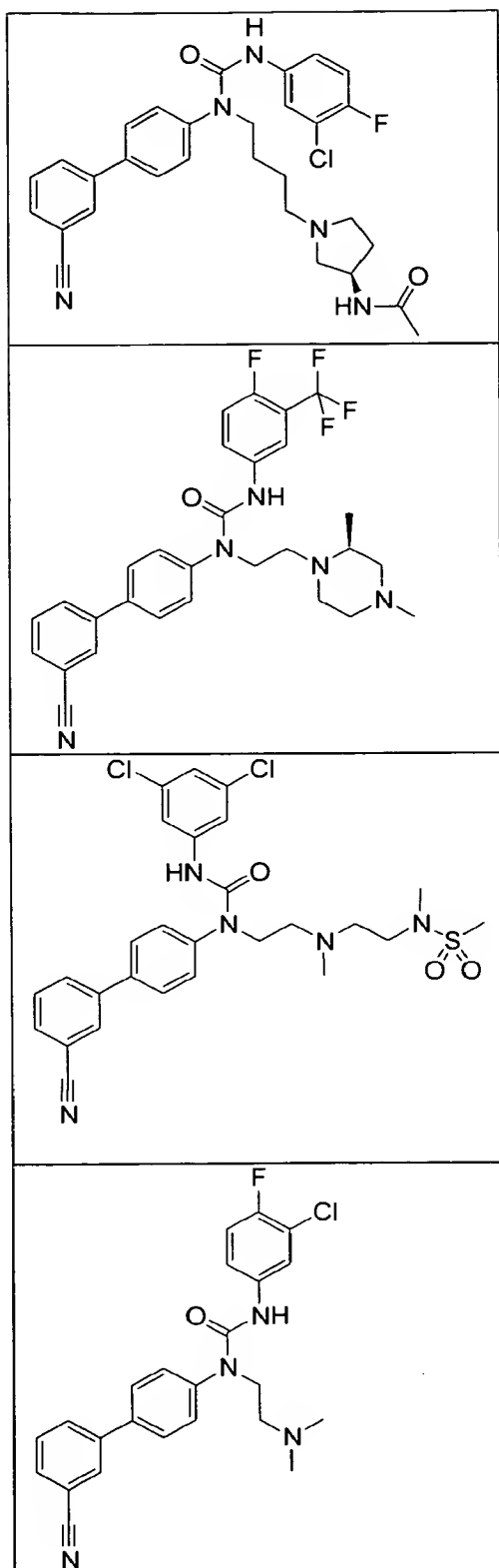
9. A compound as defined in Claim 4 wherein Ar¹ is 3-substituted phenyl or pyridyl, Ar² is halo-substituted or CF₃-substituted phenyl or pyridyl and R⁵ is methyl, ethyl, propyl, -CH₂CH₂CF₃, cyclopentyl, cyclopropylmethyl or 3-methoxyethyl.

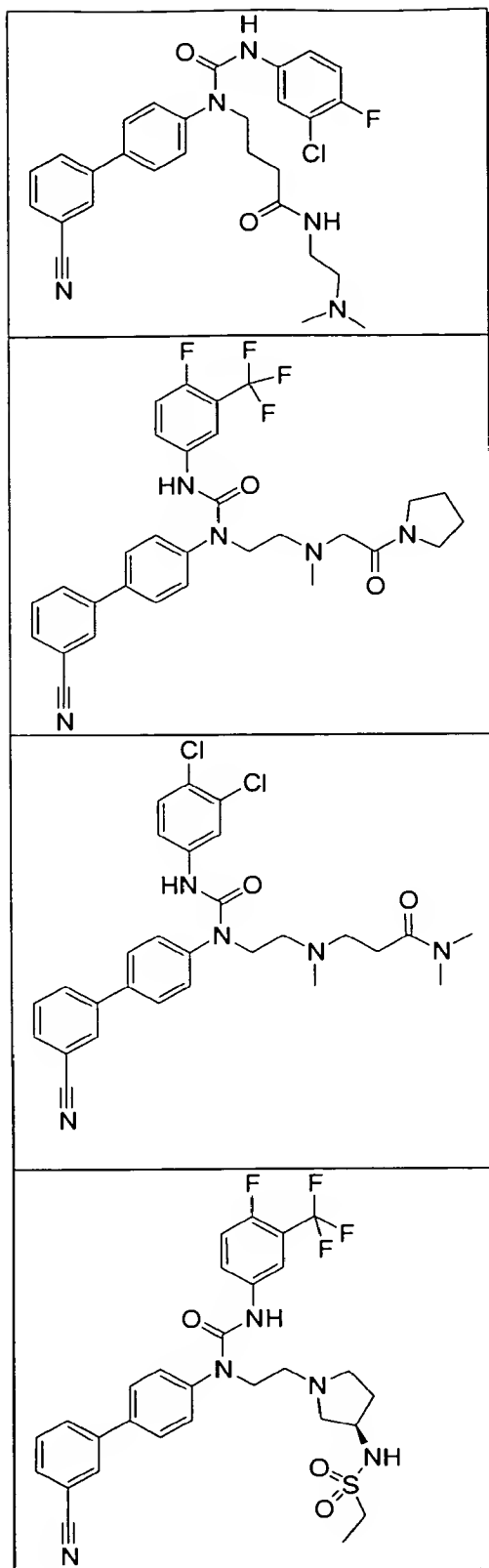
10. A compound as defined in Claim 9 wherein the 3- substituent on the phenyl or pyridyl is -CN, -OCF₃ or chloro.

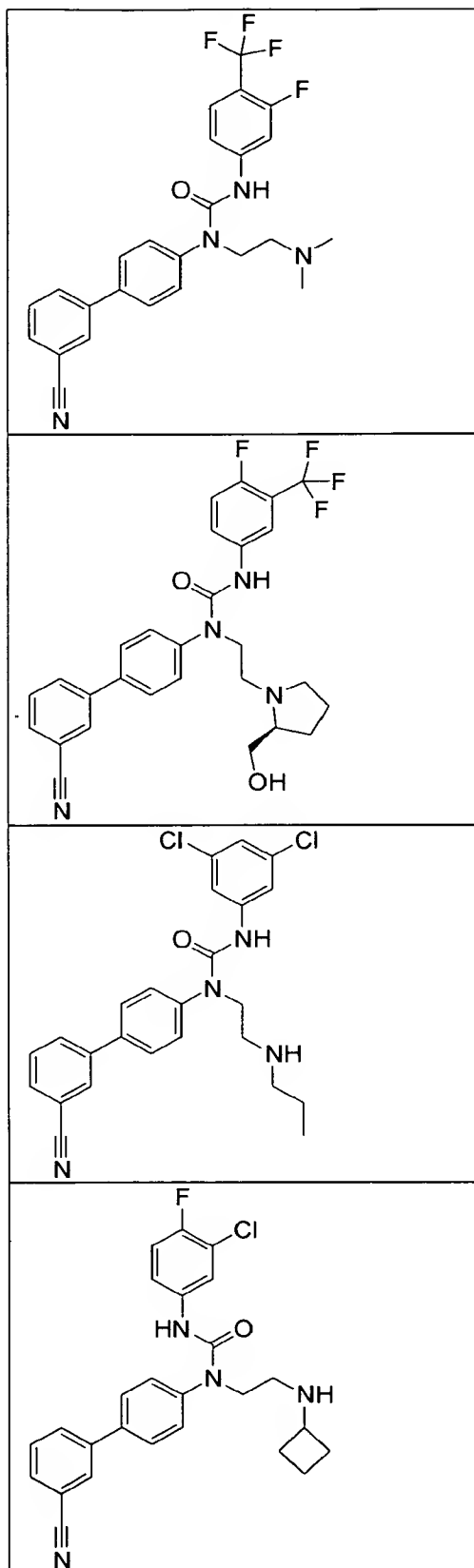
11. A compound as defined in Claim 1 selected from the group consisting of

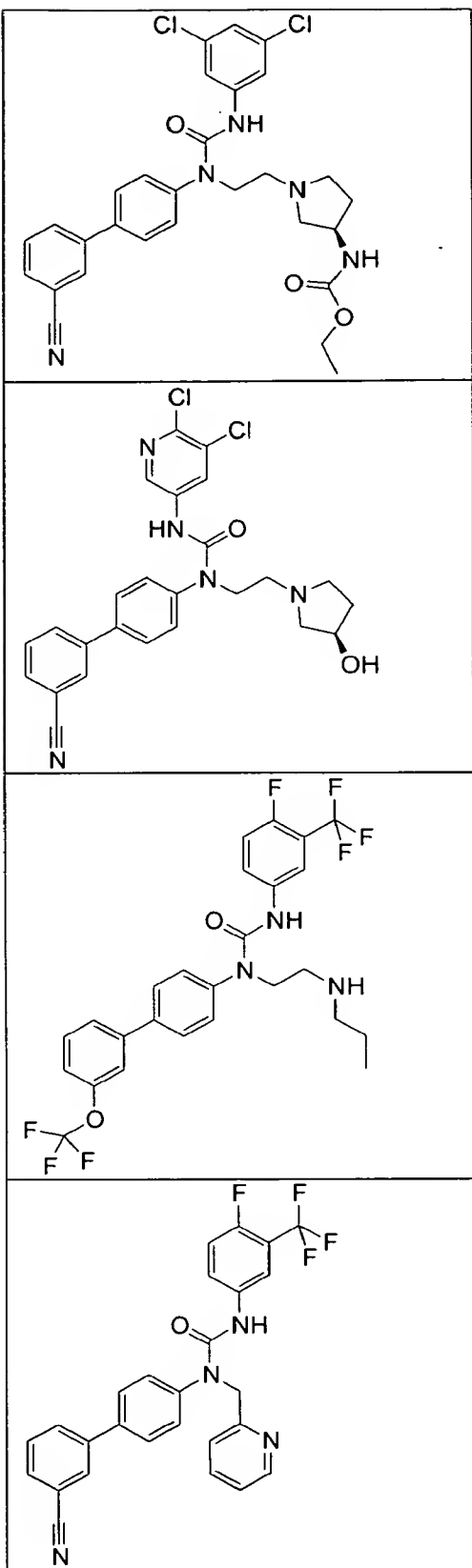


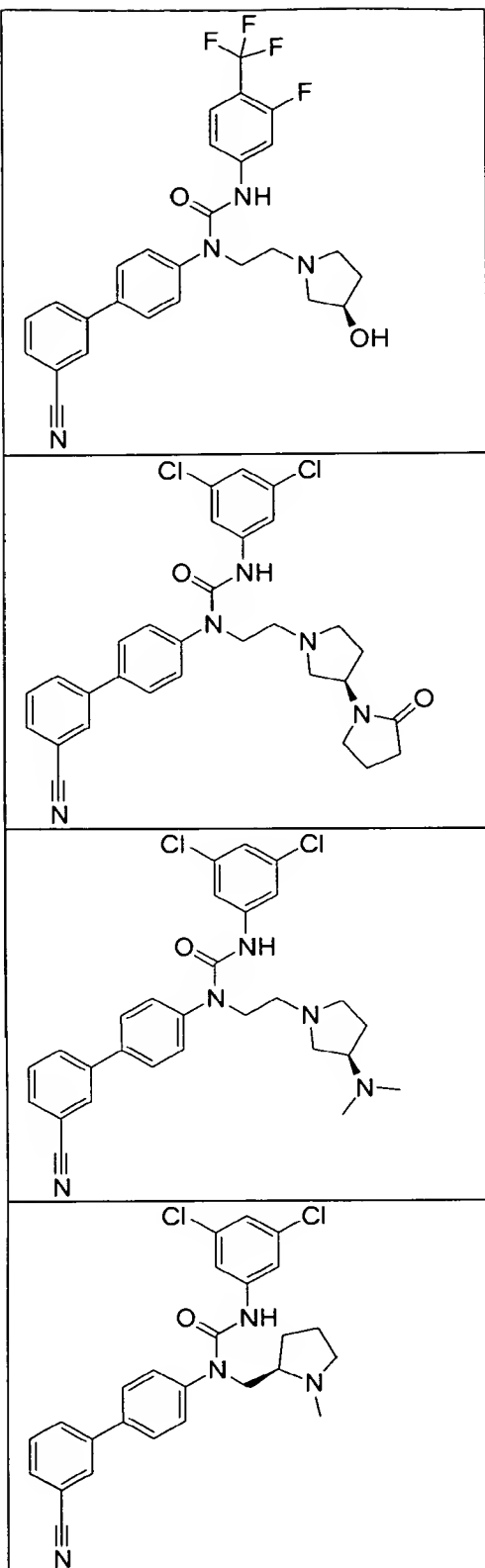


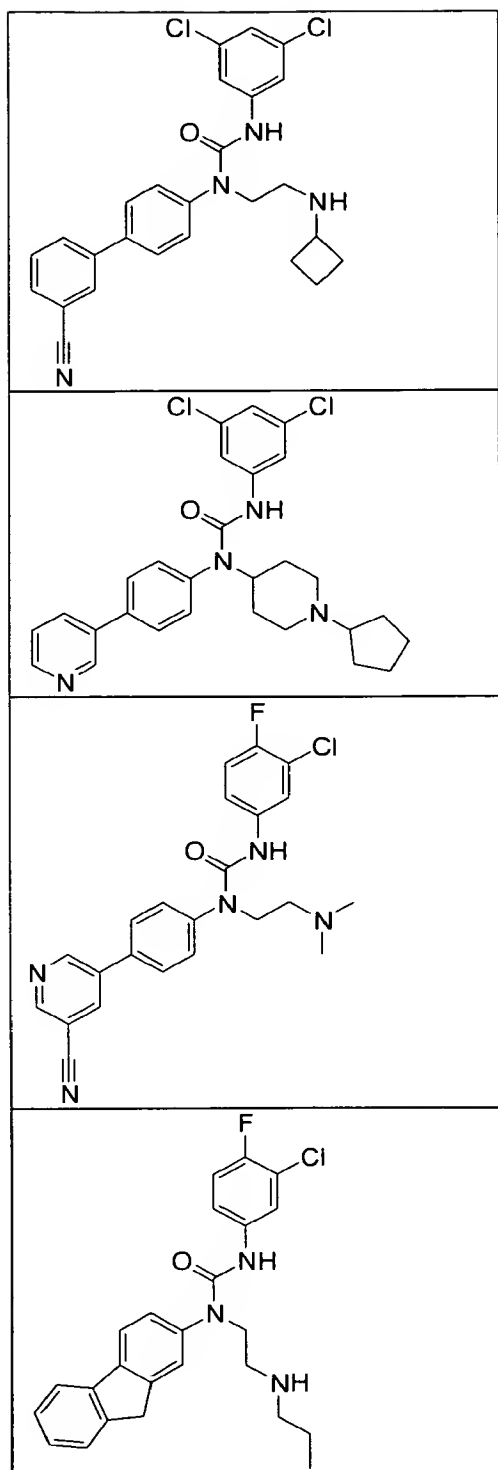


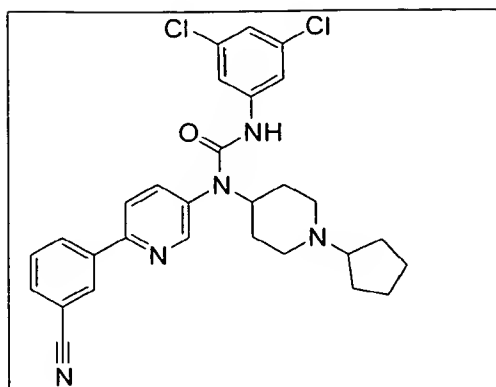












12. A pharmaceutical composition comprising a therapeutically effective amount of a compound of claim 1 in combination with a pharmaceutically acceptable carrier.

13. A method of treating a metabolic disorder, eating disorder or diabetes in a subject in need thereof which comprises administering to said subject an effective amount of a compound as defined in claim 1.

14. A pharmaceutical composition which comprises an effective amount of a compound as defined in claim 1 and a pharmaceutically acceptable carrier thereof.

15. A method of treating eating disorders in a subject in need of such treatment which comprises administering to said subject a therapeutically effective amount of a compound of claim 1 or a pro-drug thereof or a pharmaceutically acceptable salt of said compound or of said pro-drug.

16. The method of claim 15 wherein said eating disorder is hyperphagia.

17. The method of claim 13 wherein said metabolic disorder is obesity.

18. A method of treating disorders associated with obesity in a subject in need of such treatment which comprises administering to said subject a therapeutically effective amount of a compound of claim 1 or a pro-drug thereof or a pharmaceutically acceptable salt of said compound or of said pro-drug.

19. The method of claim 18 wherein said disorders associated with obesity are type II diabetes, insulin resistance, hyperlipidemia and hypertension.

20. A pharmaceutical composition which comprises a therapeutically effective amount of a composition comprising

a first compound, said first compound being a compound of claim 1, a pro-drug thereof, or a pharmaceutically acceptable salt of said compound or of said pro-drug;

a second compound, said second compound being an antiobesity and/or anorectic agent such as a β_3 agonist, a thryomimetic agent, an anorectic agent or an NPY antagonist; and

a pharmaceutically acceptable carrier thereof.

21. A method of treating an eating disorder which comprises administering to a subject in need of such treatment

an amount of a first compound, said first compound being a compound of claim 1, a pro-drug thereof, or a pharmaceutically acceptable salt of said compound or of said pro-drug;

a second compound, said second compound being an antiobesity and/or anorectic agent such as a β_3 agonist, a thryomimetic agent, an anorectic agent or an NPY antagonist;

wherein the amounts of the first and second compounds result in a therapeutic effect.

22. A pharmaceutical composition which comprises a therapeutically effective amount of a composition comprising

a first compound, said first compound being a compound of claim 1, a pro-drug thereof, or a pharmaceutically acceptable salt of said compound or of said pro-drug;

a second compound, said second compound being an aldose reductase inhibitor, a glycogen phosphorylase inhibitor, a sorbitol dehydrogenase inhibitor, a

protein tyrosine phosphatase 1B inhibitor, a dipeptidyl protease inhibitor, insulin (including orally bioavailable insulin preparations), an insulin mimetic, metformin, acarbose, a PPAR-gamma ligand such as troglitazone, rosiglitazone, pioglitazone, or GW-1929, a sulfonylurea, glipazide, glyburide, or chlorpropamide; and a

5 pharmaceutically acceptable carrier therefor.

23. A pharmaceutical composition made by combining the compound as defined in claim 1 and a pharmaceutically acceptable carrier therefor.

24. A process for making a pharmaceutical composition comprising combining a compound as defined in claim 1 and a pharmaceutically acceptable carrier.

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